

MAY 13 '08 -12 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 13, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Lease Termination, dated as of May 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 18073.

The name and address of the party to the enclosed document are:

Owner Trustee: U.S. Bank National Association (successor-in-  
Interest to The First National Bank of Boston)  
225 Franklin Street  
Boston, MA 02110

[Lessee: Wisconsin Central Ltd.  
c/o Canadian National Railway  
935 de la Gauchetiere St West  
Montreal, Quebec H3B 2M9 Canada]

Anne K. Quinlan, Esquire  
May 13, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

441 railcars TERMINATED as follows:

350 boxcars: WC 27000 - WC 27299 and within the series WC 26185 - WC 26553 as more particularly set forth in the attachment to the document;

71 boxcars: SSAM 47000 - SSAM 47070; and

20 flatcars: WC 35600 - WC 35619.

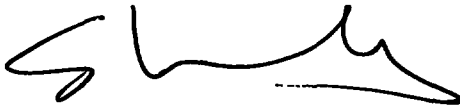
A short summary of the document to appear in the index is:

Partial Lease Termination.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

(Group B Equipment)

MAY 13 '08

-12 30 PM

SURFACE TRANSPORTATION BOARD

**PARTIAL LEASE TERMINATION** dated as of May 1, 2008.

**WHEREAS, Delaware Trust Capital Management, Inc.** (predecessor-in-interest to **U.S Bank National Association**) as owner-trustee ("Owner-Trustee") as lessor and **Wisconsin Central Ltd.** as lessee ("Lessee") entered into an Equipment Lease Agreement dated as of December 28, 1992, as supplemented by Lease Supplements No. 1 dated December 30, 1992, No. 2 dated January 14, 1993, No. 3 dated February 16, 1993, No. 4 dated March 31, 1993 and No. 5 dated April 30, 1993, (collectively, the "Lease") covering i) the four-hundred fifty (450) units of Group A Equipment (as defined in the Lease) and ii) the four-hundred forty-one (441) units of Group B Equipment (as defined in the Lease and as more particularly set forth in Schedule A hereto);

**WHEREAS,** to evidence the Lease, each of the six (6) above described documents was recorded or deposited, as the case may be, in the period December 30, 1992 to May 4, 1993, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers 18073, 18073-B, 18073-D, 18073-F, 18073-H, and 18073-J and (ii) the Registrar General of Canada with document keys 10194, 10195, 10197, 10199 and 101200;

**AND WHEREAS,** as of the date hereof, (i) the Lease as it pertains to the Group A Equipment remains in full force and effect and (ii) the Lessee has fully discharged and satisfied its obligations under the Lease in respect of the Group B Equipment.

**NOW, THEREFORE,** the Owner Trustee hereby (i) terminates the Lease (in respect of the Group B Equipment only) and (ii) releases any security interest in the Group B Equipment.

**IN WITNESS WHEREOF,** the Owner Trustee has caused this Partial Lease Termination to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**U.S. BANK NATIONAL ASSOCIATION,**  
not in its individual capacity but solely as  
owner-trustee

By:  
Its:



**Schedule A**  
**Group B Equipment**

350    Plate B Boxcars bearing the following marks and numbers:

WC 26185;	WC 26199;	WC 26215;	WC 26216;	WC 26219;
WC 26224;	WC 26229;	WC 26240;	WC 26241;	WC 26242;
WC 26303;	WC 26310;	WC 26316;	WC 26317;	WC 26320;
WC 26326;	WC 26328;	WC 26334;	WC 26335;	WC 26340;
WC 26343;	WC 26351;	WC 26355;	WC 26362;	WC 26375;
WC 26380;	WC 26381;	WC 26389;	WC 26390;	WC 26396;
WC 26402;	WC 26417;	WC 26424;	WC 26425;	WC 26436;
WC 26440;	WC 26463;	WC 26465;	WC 26476;	WC 26485;
WC 26496;	WC 26501;	WC 26505;	WC 26524;	WC 26525;
WC 26537;	WC 26538;	WC 26548;	WC 26550;	WC 26553;

WC 27000 to WC 27299 inclusive.

71    Plate C boxcars bearing the following marks and numbers:

SSAM 47000 to SSAM 47070 inclusive.

20    Flatcars bearing the following marks and numbers:

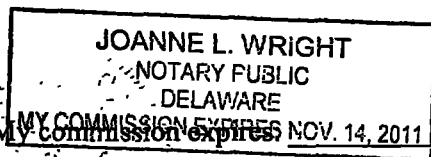
WC 35600 to WC 35619 inclusive.

STATE OF DELAWARE )

CITY OF WILMINGTON )

ss:

On this 30<sup>th</sup> day of April, 2008, before me personally appeared Nicole Poole, to me personally known, who, being by me duly sworn, says that he / she is Vice President of U.S. Bank National Association, that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing release was the free act and deed of said national association.



[Notarial Seal]

  
Notary Public